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RECORDATION NO. 19225-B

FEB 16 1995 10:00 AM

February 16, 1995

Recordation No. 19225-B

4.00 fee 21.00

Counterparts
19225-B

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is an Amendment Memorandum of Lease Agreement, a "secondary document", dated as of February 13, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of February 2, 1995, which was filed with the Commission on February 6, 1995, and assigned recordation number 19225.

The names and addresses of the parties to the primary document are as follows:

LESSORS: CL Jaguar Limited
CL Cougar Limited
c/o Central Leasing Company Limited
1-1, Toranomom 2-chome
Minato-ku, Tokyo, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (inclusive)</u>
20	6-axle Diesel-Electric Locomotives	C-C	8809-8827, 8829

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Amendment Memorandum of Lease Agreement dated as of February 13, 1995, between CL Jaguar Limited and CL Cougar Limited, as lessors, and Norfolk Southern Railway Company, as lessee, and covering 20 diesel-electric locomotives (numbered NS 8809-8827 and 8829).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

310A



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/16/95

Office Of The Secretary

Michael Rice
Cravath, Swaine & Moore
825 Eighth Avenue
WorldWide Plaza
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/16/95 at 10:55AM, and assigned recordation number(s). 19225-B, 19225-C, 19226-A and 19227-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100527068)
(0100527069)
(0100527070)
(0100527071)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19225-B

RECORDED AND INDEXED 19225-B
FEB 13 1995 10 55 AM

AMENDMENT MEMORANDUM OF LEASE AGREEMENT dated
as of February 13, 1995, among CL JAGUAR
LIMITED and CL COUGAR LIMITED, corporations
organized under the laws of Japan, and
NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia
corporation.

WHEREAS the parties hereto have entered into a
Memorandum of Lease Agreement dated as of February 2, 1995,
in respect of that certain Lease Agreement dated as of
February 2, 1995, and supplements thereto, covering twenty
General Electric model Dash 9-40C diesel-electric
locomotives identified by the road numbers of Norfolk
Southern Railway Company 8809 through 8828;

WHEREAS the said Memorandum of Lease Agreement has
been filed and recorded with the Interstate Commerce
Commission pursuant to section 11303 of Title 49 of the
United States Code on February 6, 1995, and assigned
recordation number 19225;

WHEREAS the twenty locomotives actually delivered
and accepted under the said Lease Agreement and supplements
thereto are identified by the road numbers of Norfolk
Southern Railway Company 8809 through 8827 and 8829.

IN WITNESS WHEREOF, the parties hereto wish to
show for the public record the inclusion in the said Lease
Agreement and supplements thereto of the locomotive
identified by the road number of Norfolk Southern Railway
Company 8829, and the release and termination of the said
Lease Agreement and supplements thereto with respect to the
locomotive identified by the road number of Norfolk Southern
Railway Company 8828, and accordingly have caused this
memorandum to be executed by their officers thereunto duly
authorized, as of the date first above written.

CL JAGUAR LIMITED

by W. L. Smith
Title: Attorney-in-fact

CL COUGAR LIMITED

by W. L. Smith
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by W. L. Smith
Title: Vice President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 15th day of February, 1995, before me personally appeared Nobuyoshi Kusak, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact for CL JAGUAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 15th day of February, 1995, before me personally appeared Nobuyoshi Kusak, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL COUGAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

On this 14th day of February, 1995, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edna H. Hall
.....
Notary Public